

BY-LAWS

FORT WRIGHT BUSINESS ASSOCIATION

ARTICLE I - GENERAL

SECTION 1 - NAME

This organization is a non-profit association and shall be known as the Fort Wright Business Association, hereinafter referred to as the Association.

SECTION 2 - LIMITATIONS OF METHODS

The Association shall be non-profit, non-partisan, non-sectarian and is a Kentucky Corporation.

SECTION 3 - OBJECTIVES

The objectives of the Association are to promote understanding and cooperation between the business community, the residential community, and the officials of the City of Fort Wright to function as a Chamber of Commerce addressing itself to governmental affairs; new business development, civil enrichment, and public affairs; and to better acquaint the membership with the products, services, problems, and plans of the members of the Association.

ARTICLE II - MEMBERSHIP

SECTION 1 - ELIGIBILITY & MEMBERSHIP CLASSIFICATION

There shall be two classifications of membership: General Members and Associate Members.

General Membership shall be open to all Businesses, Service Companies and Industries located within the boundaries of the City of Fort Wright, Kentucky. Civic, Protective and other Non-Profit Organizations located within the City and having mutual interests with the objectives of the Association shall also be eligible for General Membership.

Associate Membership shall be open to all organizations similar to those described above, which are located outside the City but having mutual interests with the objectives of the Association.

SECTION 2 - ACTIVE MEMBERSHIP

Active Membership in both classifications shall commence only upon approval by the Board of Directors of the Application made on the proper specified written form. Accompanying each Application shall be payment of the appropriate dues according to the current schedule. The board may act on memberships properly submitted at any legal meeting of the Board of Directors.

SECTION 3 - RIGHTS OF MEMBERS

Each entity having been accepted to General Membership Classification shall designate one individual as its official representative to the Association. While multiple attendance of individuals from all member organizations is permitted and is encouraged at all functions, only the Officially Designated Representative may vote on matters presented to the Membership and may be elected to hold office in the Association. The Official Representative may be changed from time to time upon written notice presented to the Board at any of its regularly scheduled meetings.

Associate Members may serve on Committees but may not hold elective office.

Each General Member shall be entitled to one vote on any official matter submitted to the Membership. Voting by proxy shall not be permitted. Notices shall be sent to all members at the last address shown on record in the files of the Association.

SECTION 4 - MEMBERSHIP INVESTMENT (DUES)

The membership investment shall be at such rate or rates, schedules, or formulas as prescribed by the Board of Directors. The membership investment shall be payable in advance, annually, semi-annually, quarterly, or by other methods that may be prescribed from time to time by the Board of Directors for specific situations. The fiscal year of the Association shall be from January 1st through December 31st.

Differing rates for each Membership Classification may be established by the Board.

SECTION 5 - TERMINATION OF MEMBERSHIP

A. Each member shall automatically continue to be a member until the written resignation of the member has been received by the Board of Directors. The resigning member shall be liable for all fees and charges to the member's account to the date of the receipt of said resignation by the Board of Directors.

- B. Any member shall be expelled for non-payment of membership investment after ninety (90) days from the due date, unless otherwise extended for good cause.
- C. Any member may be expelled by a two-thirds vote of the Board of Directors at a regularly scheduled meeting thereof for conduct unbecoming a member, or conduct prejudicial to the aims or repute of the Association. Such procedure shall not commence until notice and opportunity for a hearing are afforded the offending member.

ARTICLE III - BOARD OF DIRECTORS

SECTION 1 - DUTIES AND RESPONSIBILITIES

- A. The governmental and policy making responsibilities of the Association shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.
- B. The Board of Directors shall adopt such policies as may be required to conduct the affairs of the Association. Such policies shall be recorded in an Operations Manual for easy reference by the Officers, Directors, Committee and Task Force Chairpersons, and Administrative Staff.
- C. Annually, the Board of Directors shall appoint an individual who shall, in conjunction with the Board of Directors, prepare appropriate reports necessary to keep the Association membership informed of the Association's goals, programs, and efforts.
- D. The Board of Directors shall submit to the membership annually a complete report on the program of work and the financial condition of the Association.

SECTION 2 - COMPOSITION OF THE BOARD OF DIRECTORS

- The Board of Directors should reflect the make-up of the membership of the Association and shall be composed of:
- A. Nine (9) members, each elected for three (3) years, and
 - B. The immediate past President.

SECTION 3 - ELECTIONS

- A. Nominating Committee. At the regular September meeting of the Board of Directors, the President shall appoint a

Nominating Committee of four (4) to seven (7) members of the Association representing a cross-section of the membership. The President-elect shall be the Chairperson of the Nominating Committee.

Prior to October, the Nominating Committee shall present to the President a slate of three (3) candidates to replace the Directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of a Directorship. No Director may be elected to more than two (2) consecutive three-year terms.

B. Publicity of Nominations. Upon receipt of the report of the Nominating Committee, the President shall notify the membership by mail of the names of persons nominated as candidates for the Board of Directors and the right of petition as provided in Article III, Section 3, Paragraph C of the By-Laws.

C. Nomination by Petition. Additional names of candidates for the Board of Directors can be nominated by petition bearing genuine signatures of at least fifteen (15) active members of the Association. Such petition shall be filed with the Chairman of the Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(2) shall be final.

D. Determination.

(1) If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of three (3) candidates shall be declared elected by the Board of Directors at their next regular meeting.

(2) If a legal petition shall present additional candidates, the names of all candidates shall be arranged in alphabetical order on an official ballot. Instructions will be to vote for the same number of candidates as there are vacancies to be filled. Identification of those candidates nominated by the Nominating Committee shall be made on the ballot. The President shall mail the official ballot to all active members at least fifteen (15) days prior to the regular November meeting of the Board of Directors.

(3) The ballots shall be marked in accordance with the

instruction printed on the ballot and returned to the office of the President within ten (10) days. The Board of Directors, at their regular December meeting, shall declare the proper number of candidates with the greatest number of votes elected.

SECTION 4 - SEATING OF NEW DIRECTORS

All newly elected Directors shall be installed at the regular membership meeting.

SECTION 5 - VACANCIES

Vacancies of Directors of the Board shall be filled by the Board of Directors by a majority vote. Such elected person shall serve the balance of the term vacated.

SECTION 6 - BOARD OF DIRECTORS ATTENDANCE

A member of the Board of Directors who shall fail to attend three (3) consecutive regular Board meetings of the Board of Directors or six (6) regular Board meetings per year, shall automatically be dropped from membership on the Board of Directors, unless confined by illness or otherwise decreed by a majority vote of the Board of Directors. Any Director who has failed to attend two (2) consecutive meetings or five (5) meetings within one (1) year shall be advised by the President that failure to attend the next meeting will automatically cancel his or her membership on the Board of Directors.

ARTICLE IV - OFFICERS

SECTION 1 - PRESIDENT-ELECT

At the regular September meeting of the Board of Directors, the Board shall designate a President-elect to assume office of the President at the January general meeting.

SECTION 2 - ORGANIZING COMMITTEE

Immediately following the certification of newly elected Directors at the December meeting of the Board of Directors, the current President shall appoint the President-elect and three (3) members of the Board of Directors (one representing the new Directors and two representing those continuing to serve on the Board), to serve as an organizing Committee of the Board of Directors.

The Committee shall select from the Board of Directors a First

and Second Vice President, a Secretary and a Treasurer. Board members-elect are available for these appointments.

The Committee shall secure from the nominees their agreement to serve the designated office. The Committee shall then nominate such persons at the January meeting of the Board of Directors. The President may not serve more than two (2) consecutive one-year terms.

SECTION 3 - LINE OF SUCCESSION OF THE PRESIDENCY

In the event that the President resigns or is disabled, the First Vice President shall accept the responsibility of the office of the President. In the event that the First Vice President is not in a position to assume the Presidency, the Board of Directors shall hold an election in accordance with the By-Laws.

ARTICLE V - COMMITTEES

SECTION 1 - APPOINTMENT AND AUTHORITY

The President shall appoint all committees and Chairpersons thereof, subject to confirmation by the Board of Directors. The Board of Directors shall authorize and define the objectives, responsibilities, and authority of all standing and special committees. Committee appointments shall not exceed the term of the appointing President.

SECTION 2 - LIMITATION OF AUTHORITY

No committee shall take or make public any resolution, or in any way commit the Association on a question of policy without prior approval of the Board of Directors. Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee. No committee may solicit funds for any project unless approved by the Board of Directors.

ARTICLES VI - MEETINGS

SECTION 1 - ANNUAL MEETING

The annual meeting with the installation of offices shall be held in the month of January of each year, or such other month as determined by the Board of Directors. Notice thereof shall be mailed to each member at least ten (10) days prior to such meeting. The date, time, and place within the prescribed month shall be determined by the President.

SECTION 2 - ADDITIONAL GENERAL MEMBERSHIP MEETINGS

General meetings of the Association membership may be called by the President or the Board of Directors at any time, or upon petition in writing or any twenty-five (25) active general members in good standing. Notice of such special meetings shall be mailed to each member at least ten (10) days prior to such meeting.

SECTION 3 - BOARD OF DIRECTORS' MEETINGS

The Board of Directors of the Association shall meet at least ten (10) times per year at such time as may be designated by them. Board of Director meetings may be called by the President, or by the President upon written request to the President's office of six (6) Directors. Notice for regular monthly directors' meetings shall be given in writing to each Director at least one week prior to said meeting. Notice and the purpose of Special Board of Directors' meetings shall be given to each member of the Board at least one (1) day prior to such meeting.

SECTION 4 - COMMITTEE MEETINGS

Committees are appointed for a term of one (1) year. Notice of regular committee meetings shall be given, in writing, to each committee member at least one (1) week prior to such meeting. Committee meetings may be called at any time by the President, Vice President, or by the committee Chairperson. Notice and the purpose of Special committee meetings shall be given to each committee or task force member at least one (1) day prior to such meeting.

SECTION 5 - QUORUMS

- A. At any duly called general meeting of the Association membership, twenty (20) percent of the general members shall constitute a quorum.
- B. At Board of Directors' meetings and Committee meetings, a majority shall constitute a quorum.

ARTICLE VII - FINANCES

SECTION 1 - FUNDS

All monies paid to or solicited by the Association shall be deposited in an Association bank account under the direction of the Treasurer. The Board of Directors may authorize an exception for special reasons.

SECTION 2 - DISBURSEMENTS

No obligation or expense shall be incurred and no money shall be appropriated without prior approval of the Board of Directors by a majority vote. Disbursements shall be by check.

SECTION 3 - FISCAL YEAR

The fiscal year of the Association shall close on December 31st.

SECTION 4 - ANNUAL AUDIT

The accounts of the Association shall be audited by an Audit Committee annually, consisting of the President, Treasurer and three (3) members at large, as soon as practical, after the close of the fiscal year.

ARTICLE VIII - PARLIAMENTARY PROCEDURES

SECTION 1 - AUTHORITY

The proceedings of the Association shall be governed by and conducted according to the latest rules of Robert's Rule of Order as revised.

ARTICLES IX - AMENDMENTS

SECTION 1 - AMENDMENTS

These By-Laws may be amended or altered by a three-quarters vote of the Board of Directors, or by a two-thirds vote of the members present at any regular or special meeting of the Association called for that purpose, provided notice has been given to the entire membership.

SECTION 2 - PUBLICITY

Amendments made by the Board of Directors must be conveyed to the membership within thirty (30) days after the amendment is passed.

SECTION 3 - PETITION

Amendments made by the Board of Directors may be challenged by a petition containing the signatures of twenty (20) percent of the members. If a petition is received, the President must call a general membership meeting, inform the membership of the amendment and the challenge, and cause a vote on the

amendment to be taken at the membership meeting.

ARTICLE X - DISSOLUTION

SECTION 1 - DISSOLUTION

The voluntary dissolution of this non-profit Association, should it ever occur, shall be governed by the Ohio statutes applicable to the voluntary dissolution of non-profit associations at the date of dissolution.